

EXHIBIT 2

At an IAS Special Term of the Supreme Court of the State of New York, held in and for the County of Monroe, at the Monroe County Hall of Justice located at 99 Exchange Blvd. #545, Rochester, New York 14613, on the ____ day of May, 2020.

Present: Hon. J. Scott Odorisi, J.S.C.

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF MONROE: COMMERCIAL DIVISION**

POSADAS DE PUERTO RICO
ASSOCIATES, L.L.C.,

Plaintiff,

v.

CONDADO PLAZA ACQUISITION, LLC;
CONDADO PLAZA ACQUISITION
LAGOON, LLC; and CONDADO PLAZA
ACQUISITION OCEAN, LLC,

Defendants.

Index No. E2020003156

Justice: J. Scott Odorisi, J.S.C.

**[PROPOSED]
ORDER TO SHOW CAUSE WITH
TEMPORARY RESTRAINING ORDER**

Motion Sequence No. 001

Upon reading and filing the annexed Affidavit of Byron Blount, dated May 19, 2020, and the exhibits attached thereto; the Affirmation of Giselle Sedano, dated May 19, 2020, and the exhibits attached thereto; the Affirmation of Emergency of Aaron Marks, dated May 19, 2020; the accompanying Memorandum of Law; and upon all prior pleadings, papers, and proceedings on file in this action; and sufficient cause appearing therefor,

IT IS HEREBY ORDERED that Defendants Condado Plaza Acquisition, LLC, Condado Plaza Acquisition Lagoon, LLC, and Condado Plaza Acquisition Ocean, LLC, (collectively, “Defendants”) or their attorneys, appear before this Court at an IAS Special Term of this Court, Room ____, at the Courthouse located at the Monroe County Hall of

Justice, 99 Exchange Boulevard, Rochester, New York 14614 on the ____ day of _____, 2020 at _____ .m. via Skype for Business, or as soon thereafter as the matter may be heard, and then and there show cause

WHY an Order should not be entered, pursuant to Section 6300 et. seq. of the New York Civil Practice Law and Rules, (a) preliminarily and permanently enjoining and restraining Defendants from initiating or continuing to prosecute any action, suit, or proceeding arising out of the Agreement of Purchase and Sale by and between Posadas de Puerto Rico Associates, L.L.C., as Seller, and Condado Plaza Acquisition LLC, as Buyer, dated as of November 2019, or any amendment thereto, or any of the transactions contemplated thereby, in any court outside the State of New York, including the lawsuit initiated by Defendants and currently pending before the Tribunal of First Instance of Puerto Rico, styled *Condado Plaza Acquisition, LLC, Condado Plaza Acquisition Lagoon, LLC and Condado Plaza Acquisition Ocean, LLC v. Posadas de Puerto Rico Associates, LLC and Fidelity National Title Insurance Company*, No. SJ2020CV02703 (the “Puerto Rico Action”); (b) requiring Defendants to expunge or obtain release of any *lis pendens*, notice of pendency, *orden de anotación de demanda*, or equivalent issued in or as a result of the Puerto Rico Action; (c) requiring Defendants to obtain dismissal of the Puerto Rico Action; and (d) for such other and further relief as this Court deems just and proper; and

IT IS FURTHER ORDERED that, sufficient reason having been shown therefor, pending hearing and determination of this application and the entry of an Order thereon, or until further Order of this Court, Defendants are temporarily enjoined and restrained from taking any action in the Puerto Rico Action, or in any court other than this Court, to prevent Posadas from prosecuting its claims in this Court; and

IT IS FURTHER ORDERED that service of a copy of this Order to Show Cause, together with the papers upon which it is made, the summons and complaint, and Notice of Electronic Filing (Mandatory Case), shall be made upon Defendants on or before May __, 2020 (a) by email to jsmith@tarterkrinsky.com, adougherty@tarterkrinsky.com, and roys@platinumcapitalpartners.net, (b) and by registered United States mail, postage prepaid, return receipt requested, to Tarter Krinsky & Drogin LLP, 1350 Broadway, New York, New York 10018, Attention: James G. Smith, and shall be deemed good and sufficient service thereof; and

IT IS FURTHER ORDERED that Defendants' opposition papers, if any, shall be filed with the NYSCEF system so as to be received by electronic means by Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, counsel for Plaintiff, on or before June __, 2020; and

IT IS FURTHER ORDERED that reply papers, if any, shall be filed with the NYSCEF system so as to be received by electronic means by Tarter Krinsky & Drogin LLP, 1350 Broadway, New York, New York 10018, on or before June __, 2020.

ENTER:

Hon. J. Scott Odorisi, J.S.C.